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WRITER'S DIRECT NUMBER:

RECORDATION NUMBER

JUL 27 1994 - 2:11 PM

INTERSTATE COMMERCE COMMISSION

1 FREDERICK'S PLACE  
LONDON EC2R 8AB

2-1, MARUNOUCHI 1-CHOME  
CHIYODA-KU, TOKYO 100

MESSEUR  
6000 FRANKFURT AM MAIN 1

Re: TTX Company - Lease No. 41-C  
Recordation Number 18862

Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Sidney L. Strickland, Secretary

Dear Mr. Secretary:

I enclose two fully executed and acknowledged original counterparts of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code:

Memorandum of Lease Supplement dated as of July 28, 1994 between TTX Lease 41-C Trust (the "Owner") and TTX Company (the "Lessee"). The Memorandum of Lease Supplement supplements the Memorandum of Lease (No. 41-C) dated as of June 30, 1994 between the Owner and the Lessee.

Memorandum of Lease Assignment dated as of July 28, 1994 between the Owner and First Security Bank of Idaho, National Association (the "Security Trustee"). The Memorandum of Lease Assignment relates to the aforesaid Memorandum of Lease Supplement.

Memorandum of Equipment Trust Agreement Supplement dated as of July 28, 1994 between the Owner and the Security Trustee. The Memorandum of Equipment Trust Agreement Supplement supplements the Memorandum of Equipment Trust Agreement (No. 41-C) dated as of June 30, 1994 between the Owner and the Security Trustee.

These documents are "secondary documents" as defined in the applicable regulations and relate to the documents filed on June 30, 1994 under Recordation Number 18862.

July 28, 1994

The names and addresses of the parties to the documents are as follows:

Memorandum of Lease Supplement:

Lessee: TTX Company  
101 North Wacker Drive  
Chicago, Illinois

Lessor and  
Owner: TTX Lease 41-C Trust  
In care of First Security Bank of Utah,  
National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Memorandum of Lease Assignment:

Assignee: First Security Bank of Idaho,  
National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Assignor: TTX Lease 41-C Trust  
In care of First Security Bank of Utah,  
National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Memorandum of Equipment Trust  
Agreement Supplement:

Trustee: First Security Bank of Idaho,  
National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Owner: TTX Lease 41-C Trust  
In care of First Security Bank of Utah,  
National Association  
79 South Main Street  
Salt Lake City, Utah 84111

The equipment covered by the documents consists of the railroad equipment described in Schedule A attached to each of the aforesaid documents. Such equipment is marked with the reporting marks and road numbers of TTX Company listed in said schedule.

July 28, 1994

A fee of fifty-four dollars (\$54.00) is enclosed. Please return all counterparts not needed by you to the delivering messenger, for delivery to Virginia Quinn, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017.

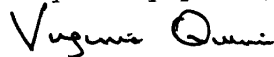
A short summary of each document to appear in the index follows:

Memorandum of Lease Supplement dated as of July 28, 1994, between TTX Company, as lessee, and TTX Lease 41-C Trust, as owner and lessor, supplementing the Memorandum of Lease dated as of June 30, 1994 between said parties, covering single unit, all-purpose, double-stack container well cars, three-unit, drawbar connected, all-purpose, double-stack container well cars, four-unit, drawbar connected, all-purpose double-stack container well cars, and center-partition bulkhead flatcars, having the road numbers of TTX Company listed in the schedule thereto.

Memorandum of Lease Assignment dated as of July 28, 1994, evidencing the assignment by TTX Lease 41-C Trust, assignor, of the Lease Supplement dated as June 30, 1994, referenced in the aforementioned Memorandum of Lease Supplement, between TTX Company, lessee, and TTX Lease 41-C trust, owner and lessor, to First Security Bank of Idaho, National Association, assignee.

Memorandum of Equipment Trust Agreement Supplement dated as of July 28, 1994, between TTX Lease 41-C Trust, owner and debtor, and First Security Bank of Idaho, National Association, trustee, supplementing the Memorandum of Equipment Trust Agreement dated as of June 30, 1994 between said parties, covering single unit, all-purpose, double-stack container well cars, three-unit, drawbar connected, all-purpose, double-stack container well cars, four-unit, drawbar connected, all-purpose double-stack container well cars, and center-partition bulkhead flatcars, having the road numbers of TTX Company listed in the schedule thereto.

Very truly yours,



Virginia Quinn  
Representative for TTX Company

Enclosures

RECORDATION NO. 18862-C

JUL 27 1994 -2 45 PM

**MEMORANDUM OF LEASE SUPPLEMENT dated as of July 28, 1994,  
by TTX LEASE 41-C TRUST, a Utah trust,  
and TTX COMPANY, a Delaware corporation.**

The undersigned have entered into that certain Lease of Railroad Equipment (No. 41-C), dated as of June 30, 1994, covering certain railroad equipment listed in Schedule A thereto, for a term ending on January 27, 2013, subject to early termination and renewal on the terms and conditions set forth in said Lease of Railroad Equipment.

A memorandum of said Lease of Railroad Equipment has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code, and assigned recordation number 18862.

The undersigned have entered into that certain Lease Supplement (No. 41-C), dated as of July 28, 1994, including in the said Lease of Railroad Equipment the railroad equipment listed in Schedule A hereto, and wish to show for the public record the interest of TTX Lease 41-C Trust as owner and lessor of said equipment, and the interest of TTX Company as lessee thereof.

IN WITNESS WHEREOF, the parties hereto have each caused this supplement to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX LEASE 41-C TRUST  
by First Security Bank of Utah,  
National Association, trustee

By: 

Name: C. Scott Nielsen  
Title: Asst. Vice President

TTX COMPANY

By: \_\_\_\_\_

Name: Thomas D. Marion  
Title: Treasurer

IN WITNESS WHEREOF, the parties hereto have each caused this supplement to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX LEASE 41-C TRUST  
by First Security Bank of Utah,  
National Association, trustee

By: \_\_\_\_\_  
Name:  
Title:

TTX COMPANY

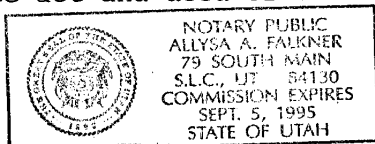
By:   
Name: Thomas D. Marion  
Title: Treasurer

STATE OF UTAH

COUNTY OF SALT LAKE

)  
) SS.:  
)

On this 26<sup>TH</sup> day of July, 1994, before me personally appeared C. Scott Nielsen to me personally known, who, by me being duly sworn, says that he is a Asst. Vice President of First Security Bank of Utah, National Association, the trustee of TTX Lease 41-C Trust, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Allysa A. Falkner  
Notary Public

My commission expires

STATE OF ILLINOIS

COUNTY OF COOK

)  
) SS.:  
)

On this day of July, 1994, before me personally appeared Thomas D. Marion, to me personally known, who by me being duly sworn, says that he is Treasurer of TTX Company, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

\_\_\_\_\_  
Notary Public

My commission expires

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this                      day of July, 1994, before me personally appeared                      , to me personally known, who, by me being duly sworn, says that he is a                      of First Security Bank of Utah, National Association, the trustee of TTX Lease 41-C Trust, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

\_\_\_\_\_  
Notary Public

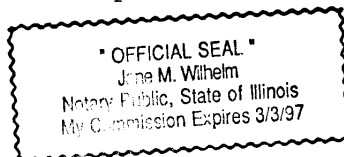
My commission expires

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this *21<sup>st</sup>* day of July, 1994, before me personally appeared Thomas D. Marion, to me personally known, who by me being duly sworn, says that he is Treasurer of TTX Company, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

*Jane M. Wilhelm*  
\_\_\_\_\_  
Notary Public

My commission expires





TL41  
07/19/94

SCHEDULE A  
TTX COMPANY  
LEASE NO. 41C  
DATED AS OF JUNE 30, 1994  
CLOSING #2, DATED JULY 28, 1994

FIRST UNION

BUILDER/ CAR TYPE	QUANTITY		DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS		
GUNDERSON, INC.				
SINGLE-UNIT ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	86	86	JUNE, '94	T-3893-F
THREE-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	78	234	JUNE, '94	T-3A93-F
NATIONAL STEEL CAR LIMITED				
FOUR-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	17	68	MAY-JUNE, '94	T-2093-N
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	30	30	MAY-JUNE, '94	T-3A93-N
TRINITY INDUSTRIES, INC.				
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	14	14	JUNE, '94	T-3893-P
	24	24	JUNE, '94	T-4093-P
TOTAL	249	456		